

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

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In re:	§	CHAPTER 11 CASE
	§	
AGE REFINING, INC.,	§	CASE NO. 10-50501
	§	
Debtor.	§	
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FIRST AMENDED NOTICE OF AUCTION AND BID PROCEDURES

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On March 8, 2010, the Honorable Leif M. Clark, United States Bankruptcy Judge for the Western District of Texas, San Antonio Division (the “Bankruptcy Court”) entered that certain *Order (A) Approving the Procedures for Soliciting Offers for Substantially All of the Debtor’s Assets; (B) Approving the Form and Manner of Notice; (C) Authorizing the Debtor to Conduct an Auction to Determine the Highest and Best Offer; (F) Approving the Procedures for Determining Cure Amounts for Assumed Contracts and Leases; and (E) Granting Related Relief* [Doc. No. 119] (the “Bid Procedures Order”).¹

2. The Bid Procedures Order contained certain deadlines and critical dates as they related to the Bid Procedures, including, without limitation, the submission of Offers, the date and time of the Auction, requirements to participate in the Auction, and the selection of a Successful Bidder and Back-up Bidder. The Debtor mailed out copies of the *Notice of Auction and Bid Procedures* (the “Notice”) on or about March 18, 2010. *See Certificate of Service* [Doc. No. 142]. Since that time, the Debtor has discussed the deadlines and critical dates with its

¹ All capital terms not defined in this Notice shall have the meaning ascribed to them in the Bid Procedures Order. A copy of the Bid Procedures Order is available on the Court’s CM/ECF website at <http://www.txwb.uscourts.gov>.

professionals and Chase Capital, and has determined that the deadlines and critical dates should be amended as follows:

(a) The Stalking Horse Bid Deadline is hereby amended from 5:00 p.m. on April 15, 2010, to 5:00 p.m. on April 29, 2010;

(b) If applicable, the Debtor will file a Notice of Stalking Horse Offer no later than 5:00 p.m. on May 4, 2010;

(c) The Bid Deadline is hereby amended from 5:00 p.m. on May 1, 2010, to 5:00 p.m. on May 15, 2010;²

(d) The Debtor will give written notice to all Qualified Bidders no later than 5:00 p.m. on May 17, 2010;

(e) The Debtor will conduct the Auction on May 19, 2010, at 10:00 a.m., in the offices of Cox Smith Matthews Incorporated, 112 East Pecan Street, Suite 1800, San Antonio, Texas 78205; and

(f) The Transaction proposed by the Successful Bidder selected during the Auction must be disclosed pursuant to a Plan Supplement no later than May 28, 2010.

(g) The Notice Parties shall include the following:

- (i) Counsel for the Debtor by mailing or hand delivery to: Cox Smith Matthews Incorporated, Attention: Mark E. Andrews, 1201 Elm Street, Suite 3300, Dallas, Texas 75270; or by electronic mail to Mark E. Andrews (mandrews@coxsmith.com), Carol E. Jendrzey (cjendrzey@coxsmith.com) and Aaron M. Kaufman (akaufman@coxsmith.com);
- (ii) The Debtor's CRO by mailing or hand delivery to: Age Refining, Inc. Attn: Rob Chalmers, 110 Broadway, Suite 400, San Antonio, Texas 78205; or by electronic mail to Rob Chalmers (Rob.Chalmers@fticonsulting.com);
- (iii) Counsel for the Committee by mailing or hand delivery to Martin & Drought, P.C., Attn: Michael Colvard, 300 Convent St., Bank of America Plaza, 25th Floor, San Antonio, TX 78205-3789, or by electronic mail to Michael Colvard (mcolvard@mdtlaw.com);

² Offers shall still be received by: the Debtor's CRO by mailing or hand delivery to: Age Refining, Inc. attn: Rob Chalmers, 110 Broadway, Suite 400, San Antonio, Texas 78205; or by electronic mail at Rob.Chalmers@fticonsulting.com.

- (iv) Counsel for Chase Capital by mailing or hand delivery to: Fulbright & Jaworski, L.L.P., Attention: Toby Gerber, 2200 Ross Avenue, Suite 2800, Dallas, Texas 75205; or by electronic mail to: Toby Gerber (tgerber@fulbright.com); and
- (v) The Office of the United States Trustee by mailing or hand delivery to United States Trustee, Attention: Kevin Epstein, P.O. Box 1539, San Antonio, Texas 78294-1539.

3. Unless expressly set forth above or as provided in any subsequent order of the Court, all other procedures, deadlines and critical dates referenced in the Bid Procedures Order, the Notice or any other order of the Bankruptcy Court shall remain unchanged and are incorporated by reference for all purposes.

OF THE FOREGOING MATTERS, PAY DUE REGARD.

Dated: April 14, 2010

Respectfully submitted,

COX SMITH MATTHEWS INCORPORATED

By: /s/ Mark E. Andrews

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**ATTORNEYS FOR DEBTOR AND
DEBTOR-IN-POSSESSION**

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 14th day of April, 2010, a true and correct copy of the foregoing document was filed with the Court and served electronically upon those parties registered to receive electronic notice via the Court's CM/ECF system and also upon those parties listed on the attached service list via e-mail, facsimile or, where no other means were possible, via First Class United States Mail postage prepaid and to the parties listed below via First Class Mail postage prepaid:

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14200 E. Exposition Avenue
Aurora, CO 80012

Energy Technical Underwriters, Inc.
Attn: Joanne Hudson
20405 State Highway 249, Suite 400
Houston, TX 77070

/s/ Aaron Kaufman
Aaron Kaufman

IN RE AGE REFINING, INC.

Limited Service List as of April 6, 2010

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City Public Service
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 Corpus Christi, TX 78470

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TX Dept. of State Health Services
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